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April 13, 1988

RECORDATION NO. 14246-A

APR 13 1988-11 45 AM

INTERSTATE COMMERCE COMMISSION

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MARK L. HESSEL**
STEPHEN D. NILES*
KEVIN M. SHEYS*

*NOT ADMITTED IN D.C.
**ADMITTED IN MD.

DELIVERED BY HAND

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

8 104A071

APR 13 1988
Data 104A071
Fee \$ 13.00

ICC Washington, D.C.

Dear Ms. McGee:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

This document is a Release of Security Interest, a secondary document, dated as of March 17, 1988, together with the December 3, 1985 Bill of Sale relating to this Release. The primary document to which this is connected is recorded under Recordation No. 14246.

The names and addresses of the parties to the documents are as follows:

Lessor: TXL Astra Corporation II
One Embarcadero Center
Suite 3800
San Francisco, California 94111

Lessee: First City Leasing Corporation
1111 Fannin, Suite 1000
Houston, Texas 77007

Handwritten signature: C. A. Avrakotos

WEINER, McCAFFREY, BRODSKY & KAPLAN, P.C.

Ms. Noreta R. McGee

-2-

April 13, 1988

A description of the equipment released by the document follows:

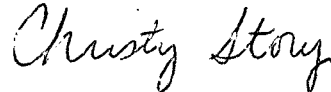
15 SD45 3600 H.P. General Motor locomotives,
bearing road numbers 6685-6699, inclusive.

A check made payable to the Commission in the amount of \$13.00 is enclosed. Please return the original and any copies not needed by the Commission for recordation to Kimberly A. Madigan, Esq., Weiner, McCaffrey, Brodsky & Kaplan, P.C., 1350 New York Avenue, N.W., Suite 800, Washington, D.C. 20005.

A short summary of the document to appear in the index follows:

Full Release of 15 SD45 3600 H.P. locomotives,
numbers 6685-6699, inclusive.

Very truly yours,



Christy Story
Legal Assistant

1156F/7590

RECORDATION NO. 14246-A
FILED 1428

APR 13 1988-11 45 AM

RELEASE OF SECURITY INTEREST INTERSTATE COMMERCE COMMISSION

FOR AND IN CONSIDERATION OF the full payment of that certain Secured Promissory Note dated December 3, 1985, in the original principal amount of \$1,325,000.00, made by TXL ASTRA CORPORATION II, a California corporation, and TXL CORPORATION, a California corporation and payable to the order of the undersigned (which Secured Promissory Note was made in renewal an extension of that certain Secured Promissory Note dated January 6, 1984, in the original principal amount of \$1,967,308.52, made by said TXL ASTRA CORPORATION II and payable to the order of the undersigned), the undersigned, being the owner and holder of such First Secured Promissory Note hereby RELEASE AND SURRENDERS its security interest as described in that certain Security Agreement and Assignment dated as of December 15, 1983, between said TXL ASTRA CORPORATION II and the undersigned.

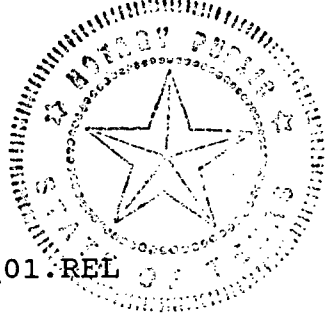
EXECUTED as of March 17, 1988.

FIRST CITY LEASING CORPORATION

By: Brad C. McDonald
Brad C. McDonald, President

STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me on March 17, 1988 by Brad C. McDonald, President of FIRST CITY LEASING CORPORATION, a Delaware corporation, on behalf of said corporation.



Sarah Silva
Notary Public in and for the State of Texas

C:\JCA\FCLC\01.REL

SARAH SILVA
Notary Public in and for Harris County, Texas
My Commission Expires 8-1-91

BILL OF SALE

For valuable consideration, the receipt of which is hereby acknowledged, TXL ASTRA CORPORATION II, a corporation ("Seller"), having offices at One Embarcadero Center, Suite 3800, San Francisco, California 94111, hereby sells, assigns and transfers unto INTERNATIONAL CAPITAL EQUIPMENT, INC. ("INC"), having offices at 1890 Palmer Avenue, Suite 303, Larchmont, New York 10538, as nominee of International Capital Equipment Limited ("ICE"), Hamilton, Bermuda, all right, title and interest in and to all of the equipment listed and described below (the "Equipment"):

(1) <u>Quantity</u>	<u>Model</u> <u>No.</u>	<u>Description</u>	<u>Serial No.</u>
15	SD45	3600 H.P. General Motors Locomotives	Road Numbers 6685-6699 Inclusive

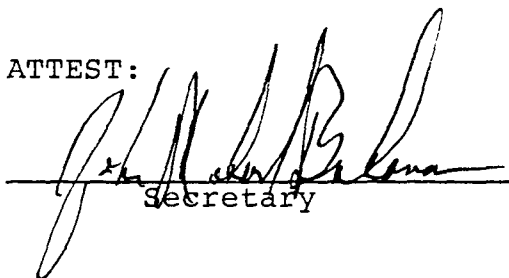
(2) Risk of loss shall pass to INC upon acceptance by INC of this Bill of Sale.

(3) Seller hereby represents and warrants to INC that Seller is the sole and absolute owner of the Equipment and all interest therein, that the Equipment is free and clear of all liens, security interests, leases, rental contracts and encumbrances of any nature, and that Seller has full right, power and authority to sell the Equipment and to make this Bill of Sale. Seller agrees to indemnify and defend INC, its successors in title and assigns, from and against any claims of others with respect to the Equipment or otherwise arising from Seller's breach of this warranty of title.

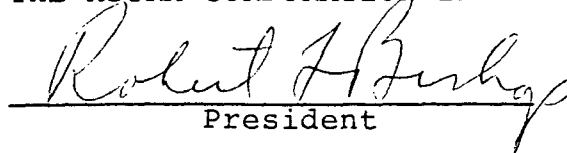
IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be signed and sealed in its name by its officers duly authorized as of the 3rd day of December, 1985.

Seller

ATTEST:


Secretary

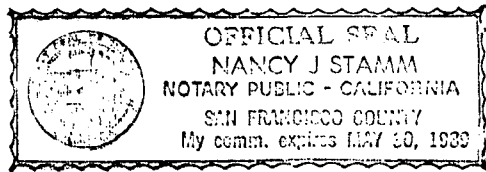
TXL ASTRA CORPORATION II


President

State of California :

County of San Francisco :

The foregoing Bill of Sale dated as of December 3, 1985 was acknowledged before me this 15th day of March, 1988 by Robert L. Bishop, the President, and John Michael Buchanan, the Secretary of TXL Astra Corporation II, a California Corporation, respectively, on behalf of the corporation.



Nancy J. Stamm

Notary Public